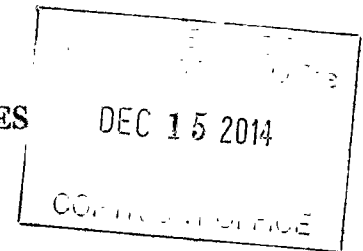


Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Library of Congress
Washington, D.C.



In re

DETERMINATION OF ROYALTY
RATES AND TERMS FOR
EPHEMERAL RECORDING AND
DIGITAL PERFORMANCE OF SOUND
RECORDINGS (*WEB IV*)

DOCKET NO. 14-CRB-0001-WR
(2016-2020)

Received

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DECLARATION OF AARON HARRISON Copyright Royalty Board

I, AARON HARRISON, DECLARE:

1. I am Senior Vice President, Business & Legal Affairs, Global Digital Business, UMG Recordings, Inc. ("Universal"). I submit this declaration in support of SoundExchange, Inc.'s Opposition to the Licensees' Motion to Compel SoundExchange to Produce Documents in Response to Licensee Participants' First and Second Sets of Requests for Production ("Licensee Motion"), and its Opposition to the Licensees' Motion to Compel Negotiating Documents ("Negotiations Motion"). The matters set forth in this declaration are based on my own personal knowledge or, where indicated, I have been informed of those matters and believe them to be true. If called as a witness in these proceedings, I could and would testify competently to the contents of this declaration.

Negotiations Motion

2. I understand that the Negotiations Motion asks the Judges to order SoundExchange to produce both external and internal communications from Universal relating to its "negotiations of agreements" with nine digital services: Beats, MySpace, Nokia MixRadio, Rdio, Slacker, Spotify, Vevo, YouTube and Turntable FM.

3. The collection, review and production of all of the documents relating to negotiations of all of Universal's agreements with these nine services would impose a serious and significant burden. These negotiations typically last over periods of many months. A single negotiation often generates hundreds of emails – both external and internal. Expanding that to include all negotiations with nine different services would yield a body of documents for review that could easily number in the tens of thousands. I also note that Universal's agreements with two of these nine services have expired, so the requested documents would relate to negotiations for agreements that are no longer in effect.

4. Universal's Global Digital Business group consists of a team of lawyers who negotiate the terms of our digital agreements, including more than ten current lawyers in Los Angeles and the UK who have primary responsibility for the negotiations with these nine services. These lawyers' files (both electronic files like email and paper files) would have to be searched to assess whether they contain "negotiation documents" of the kind sought. Universal also has a number of executives in business development. Read literally, the Licensees' request for "all documents" relating to "negotiations" could also require Universal to search these employees' files to determine whether they have documents relating to the negotiations or agreements with any of these nine services.

5. These documents would have to be reviewed for responsiveness. But because the request encompasses internal communications, the documents would also have to be reviewed carefully for privilege. For each of these transactions, Universal attorneys were involved in providing privileged legal advice in connection with the negotiation of the agreement. With respect to these nine services, many different lawyers provided substantial legal advice in connection with the agreements.

6. The review of each individual communication for privilege would be complex and time consuming. The question whether a particular communication reflects a request for legal or business advice often is not self-evident. A reviewer who lacks context for the particular discussion must parse the language to attempt to divine the nature of the communication. In my experience, a single communication with in-house lawyers often contains both legal and business issues. Accordingly, a privilege review of the requested internal communications very likely would involve a significant number of sentence-by-sentence, or paragraph-by-paragraph, privilege issues.

Licensee Motion

7. I also understand that the licensees have asked for "analyses, memoranda, presentations, reports, studies, surveys, and the like" related to various aspects of music platforms, including "(a) the value to listeners or Digital Services of interactivity of music, including tethered downloads; (b) listening patterns and time spent listening to music via terrestrial radio, any radio simulcast service, any other service subject to the Statutory Licenses, or any on-demand digital streaming service; and (c) the promotional or substitutional effect that listening to music via terrestrial radio, any radio simulcast service, any other service subject to the Statutory Licenses, or any on-demand digital streaming service has on sound recording purchases, licensing, or other types of music listening, to the extent that these documents have not already been searched for and produced."

8. I am informed and believe that such studies and analyses that relate to music platforms, including terrestrial radio when it is studied in connection with other platforms, and consumer research are generally done at the corporate level, and I am informed and believe that studies responsive to the previously mentioned requests have been searched for and produced. A search of every one of the labels within Universal for such documents would pose an undue

burden, especially in view of the fact that such studies generally would not be conducted or commissioned at the label level.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.4(e)(1), I hereby declare under the penalty of perjury under the laws of the United States that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: December 15, 2014


AARON HARRISON

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2014, I caused a copy of **DECLARATION OF AARON HARRISON** to be served via electronic mail and first-class, postage prepaid, United States mail, to the Participants as indicated below:

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